

Item 1: Cover Sheet

INFORMATIONAL BROCHURE

She Capital Corp d/b/a



660 Newtown Yardley Road, Suite 105 | Newtown, PA 18940
201.575.4512 | Tina Powell

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This brochure provides information about the qualifications and business practices of She Capital Corp (SheCapital). If you have any questions about the contents of this brochure, please contact us at 201.575.4512. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about She Capital Corp is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Statement of Material Changes

Since the last amendment on May 26, 2015, the only material change is the telephone number listed in Item 1 has been updated.

Item 3: Table of Contents

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Informational Brochure SheCapital

Item 4: **Advisory Business**

- A. SheCapital is woman-owned financial advice solution. SheCapital's services include access to a double bottom line 'Robo-Advisor'. As a "double bottom line", SheCapital allocates a percentage of profit towards making a positive social impact, specifically directing funds to support education for women in the U.S. and offering a Socially Responsible Investment (SRI) portfolio.

SheCapital has been in business since March 2015 in the state of Pennsylvania, providing educational sessions to groups of women interested in learning about finance and budgeting. Tina C. Powell, the firm's principal, has been in the investment industry for 9 years, and SheCapital's focus includes providing investment advice to individuals, corporations, and pension plans, especially those whose decision makers are women. SheCapital recognizes that women are increasingly carrying theirs and their families' "Chief Financial Officer" role, often without guidance provided by someone who understands the specific challenges they face caring for not only the daily well-being, but the financial welfare of aging parents and children, all while managing the current cash flows and investments of their family, all while keeping an eye on their own retirement. SheCapital clients want to make "smart decisions" about their money as it relates to saving, investing, budgeting, buying a house, career, parenting, and retirement. They also want to better understand money and the basic principles of investing. Many SheCapital clients are educated and successful professionals yet whose spouses or relatives have always controlled the family finances. While both genders accept these roles, SheCapital believes that women are in particular need of an ally in the investment and planning world who has been in their shoes.

- B. SheCapital provides its clients with financial planning and asset management services, as well as consulting services on an ad hoc basis.

Virtual Financial Planning Packages

Each package will be personalized and customized for the client and vary in scope. A consultation will be provided by an investment advisor representative.

Package 1: “*I Have a Goal*” – Starting at \$500/5 hours of consultation and analysis. This package is for entry level financial planning. It is designed for women with little or no investment experience. They may have a particular life goal in mind such as a family vacation, starting to save for college, or home addition project. The “I Have a Goal” package includes:

- 1-hr initial meeting via Skype or Google+ designed as a get-acquainted introductory session.
- 1-hr goal exercise discussion via Skype, Google+, or GoToMeeting (virtual desktop).
- Comprehensive look at cash flow and budget – money coming in, money going out, checking and savings accounts, credit cards, bills, and loans.
- Personalized goals sheet – specific, measurable, achievable, realistic & relevant, and time specific (“SMART”) for home, work, and self.
- Customized action plan – A how-to road map to achieve set objectives.
- 2 – 30 minute follow-up sessions within 60 and 90 days of initial meeting to assess and measure goal targets.

Package 2: “*Lean In*” – Starting at \$1000/10 hours of consultation and analysis. Beginner to intermediate financial planning know-how already. The “Lean In” client wants a financial and investment plan that is focused on building a nest egg for retirement and tax efficiency, without the client being required to perform all of the work to make the plan effective. This client tends to be actively working a full-time position and may have a small retirement savings account at work. Analysis of tax return included.

Package 3: “*Extreme Money Makeover*” - Starting at \$1500/15 hours of consultation and analysis. This client requires a great deal of assistance may needs a total money intervention. This client may be in transition, such as a divorce or separation, of have otherwise come into some realization that their financial matters are in disarray. This client lacks the knowledge, time or ability to focus on financial matters, and may not even know where to begin on their own.

Web-based Asset Management

SheCapital requires each client to place a minimum of \$5,000 with the firm for the discretionary program. This minimum may be waived in the discretion of SheCapital.

Asset management services may be provided on a “discretionary” basis. When SheCapital is engaged to provide asset management services on a discretionary basis, we will monitor your accounts to ensure that they are meeting your asset allocation requirements. The relationship is managed through a web-based portal. If any changes are needed to your investments, we will make the changes. Because most recommendations will involve the placing of assets with a third party manager, these changes may involve adding or changing managers, or selling a security or group of investments and buying others or keeping the proceeds in cash. You may at any time place restrictions on the types of investments we may use on your behalf, or on the allocations to each security type. You will receive written or electronic confirmations from your account custodian after any changes are made to your account. You will also receive statements at least quarterly from your account custodian. Clients engaging us on a discretionary basis will be asked to execute a Limited Power of Attorney (granting us the discretionary authority over the client accounts) as well as an Investment Management Agreement that outlines the responsibilities of both the client and SheCapital.

Traditional Asset Management

For clients who have greater than \$100,000 in asset to place in the discretionary program, may choose to do in a traditional asset management. The difference in this program is that your representative will work with you one-on-one and manage your account personally and individually.

Asset management services may be provided on a “discretionary” basis as described above. You will receive written or electronic confirmations from your account custodian after any changes are made to your account. You will also receive statements at least quarterly from your account custodian. Clients engaging us on a discretionary basis will be asked to execute a Limited Power of Attorney (granting us the discretionary authority over the client accounts) as well as an Investment Advisory Agreement that outlines the responsibilities of both the client and SheCapital.

Consulting

From time to time, SheCapital may be engaged to perform consulting outside the scope of traditional asset management or financial planning services. Consulting topics by their nature may vary greatly, but may include discussions regarding a client's business, real estate or other personal assets, and also may involve isolated financial topics such as college planning or long term care discussions. Clients who engage SheCapital to provide such consulting services will generally be required to execute a Consulting Agreement.

Assets under Management

As of the date of this brochure, SheCapital is a newly formed business, and as such, we do not yet have any clients or assets we manage.

Item 5: Fees and Compensation

A. Fees Charged

All investment management clients will be required to execute an Investment Management Agreement that will describe the type of management services to be provided and the fees, among other items. Clients are advised that they may pay fees that are higher or lower than fees they may pay another advisor for the same services, and may in fact pay lower fees for comparable services from other sources. Clients are under no obligation at any time to engage or to continue to engage, SheCapital for investment services.

Virtual Financial Planning

SheCapital's hourly rate is \$100. An estimate of total hours to complete the assignment will be determined at the start of the engagement. Generally, fifty percent (50%) of this estimate will be payable in advanced upon signing the Financial Planning Agreement. The hourly rates stated are guidelines. Fees may be higher or lower than this range, based on the nature of the engagement. Fees are negotiable, and will depend on the anticipated complexity of your plan.

Web-based/Traditional Asset Management

Generally, fees vary from 0.50% to 2.50% for traditional asset management clients and 0.35% - 0.50% for web-based clients per annum of the market value of a client's assets managed by

SheCapital. The fee range stated is a guide. Fees are negotiable, and may be higher or lower than this range, based on the nature of the account. Factors affecting fee percentages include the size of the account, complexity of asset structures, and other factors. The following is our fee schedule:

Assets under Management	Annual Rate
<i>Web-based</i>	
\$5,000 - \$250,000	0.50%
\$250,001 - \$999,999	0.40%
\$1,000,000 and above	0.35%
<i>Traditional</i>	
\$100,000 - \$500,000	2.50%
\$500,001 - \$999,999	1.50%
1,000,000 and above	0.50%

Consulting

Consulting fees can be hourly or fixed fee basis. Our hourly charge is \$100 per hour. Fixed fees will be between \$500 and \$25,000. The fee range stated is a guide. Because of the nature of consulting as a general practice with great variety of assignments and issues, the fees for this service may also vary greatly. Accordingly, fees may be higher or lower than the stated range, based on the nature of the engagement. Fees are negotiable, and will depend on the anticipated complexity of the services to be provided.

B. Fee Payment

Virtual Financial Planning/Consulting

Generally, fifty percent (50%) of the anticipated fee will be payable upon signing the Financial Planning Agreement or Consulting Agreement with the remainder due upon completion of the plan. For hourly engagements, the final amount due will be based upon actual hours expended.

Web-Based/Traditional Asset Management

Direct - For clients whose assets are managed directly by the firm, investment advisory fees will be debited directly from each client's account. The advisory fee is paid monthly, in arrears, and the value used for the fee calculation is the net value 1.00%, then each month we will

multiply the value of your account by 1.00% then divide by 12 to calculate our fee. Once the calculation is made, we will instruct your account custodian to deduct the fee from your account and remit it to SheCapital. While almost all of our clients choose to have their fee debited from their account, we will invoice clients upon request.

Clients whose fees are directly debited will provide written authorization to debit advisory fees from their accounts held by a qualified custodian chosen by the client. Each month, clients will receive a bill itemizing the fees to be debited, including the formula used to calculate the fee, the amount of assets upon which the fee is based, and the time period covered by the fee. The invoice will also state that the fee was not independently calculated by the custodian. The client will also receive a statement from their account custodian showing all transactions in their account, including the fee.

Third Party Managers- For clients whose assets are managed through third party managers (please see Item 8 for more information regarding the use of third party managers), the terms of fee payment may vary dependent upon the manager or managers selected. For example, while the firm generally debits fees quarterly, in advance, some managers calculate fees quarterly in arrears, or potentially even monthly. For details on the exact methodology of calculating fees by each of the managers in a client's portfolio, clients should refer to the Form ADV for such managers.

C. Other Fees

There are a number of other fees that can be associated with holding and investing in securities. You will be responsible for fees including transaction fees for the purchase or sale of a mutual fund or Exchange Traded Fund, or commissions for the purchase or sale of a stock. Expenses of a fund will not be included in management fees, as they are deducted from the value of the shares by the mutual fund manager. For complete discussion of expenses related to each mutual fund, you should read a copy of the prospectus issued by that fund. SheCapital can provide or direct you to a copy of the prospectus for any fund that we recommend to you.

Please make sure to read Item 12 of this informational brochure, where we discuss broker-dealer and custodial issues.

D. *Pro-rata Fees*

If you become a client during a month, you will pay a management fee for the number of days left in that month. If you terminate our relationship during a month, you will be entitled to a refund of any management fees for the remainder of the month. Once your notice of termination is received, we will assess pro-rated fees for the number of days between the end of the prior billing period and the date of termination to be paid in whatever way you direct (check, wire).

For Financial Planning clients, if you terminate before the completion of the project, you will be reimbursed for unearned fees. Please be advised that you are responsible for hours dedicated to your financial plan. Since 50% of your fees are paid in advance, if you terminate after 50% of the project is completed, you may owe fees.

E. Compensation for the Sale of Securities.

This item is not applicable.

Item 6: Performance Based Fees

Fees paid to SheCapital will not be based upon a share of capital gains or capital appreciation of your accounts (otherwise known as “performance based fees”).

Item 7: Types of Clients

Clients advised may include individuals, corporations, and pension plans, especially those whose decision makers are women. SheCapital requires each client to place at least \$5,000 with the firm for the discretionary asset management program. This minimum may be waived in the discretion of SheCapital.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

It is important for you to know and remember that all investments carry risks. **Investing in securities involves risk of loss that clients should be prepared to bear.**

If you decide to implement your financial plan with SheCapital, each client's portfolio will be invested according to that client's investment objectives. We determine these objectives by interviewing the client and/or asking the client to put these objectives in writing. Once we ascertain your objectives for each account, we will develop a set of asset allocation guidelines. An asset allocation strategy is a percentage-based allocation to different investment types. For example, a client may have an asset allocation strategy that calls for 40-60% of the portfolio to be invested in equity securities, with 20% of that allocated to international equities and the remaining balance in fixed income. Another client may have an asset allocation of 50-60% in fixed income securities and the remainder equities. The percentages in each type that we recommend are based on your financial goals, the timeline to get you to those goals, your current financial situation, the typical behavior of that security type, individual securities we follow, and current market conditions. Because we develop an investment strategy based on your personal situation and financial goals, your asset allocation guidelines may be similar to or different from another client's. Once we agree on allocation guidelines, risk tolerance, time horizon, and how to achieve these results, we will develop a written investment policy statement to guide all parties involved in the execution of these goals, including but not limited to, SheCapital, the client, the custodian, and the investment managers.

Upon creation of the asset allocation guidelines, we will generally recommend the use of third party managers.

If we are managing the account directly, the specific securities we recommend for your account will depend on market conditions and our research at the time. Generally, we recommend a mix of mutual funds, index funds, exchange traded funds, stocks, bonds and options. Specific funds are chosen based on where its investment objective fits into the asset allocation recommended by SheCapital, its risk parameters, past performance, peer rankings, fees, expenses, and any other aspects of the fund SheCapital deems relevant to that particular fund. We base our conclusions on predominantly publicly available research, such as regulatory filings, press releases, competitor analyses, and in some cases research we receive from our custodian or other market analyses. We will also utilize technical analyses, which means that we will review the past behaviors of the security and the markets in which it

trades for signals as to what might happen in the future.

In addition to traditional asset allocation and security screens, SheCapital will create a socially responsible portfolio for clients wishing this option. A socially responsible portfolio will be one in which

Third Party Managers

We may recommend that certain portions of a client's portfolio be managed by independent third-party managers or recommend direct investment with independent third-party managers, typically when those managers demonstrate knowledge and expertise in a particular investment strategy.

The experience, expertise, investment philosophies and past performance of independent third-party investment managers are examined in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the manager's underlying holdings, strategies, concentration and leverage as part of our overall periodic risk assessment. Additionally, as part of our due-diligence process, we survey the manager's compliance and business enterprise risks.

Based on a client's individual circumstances and needs, we will determine which selected money manager's portfolio management style is appropriate for that client. Factors considered in making this determination include account size, risk tolerance and the investment philosophy of the selected money manager. We encourage clients to review each third-party manager's disclosure document regarding the particular characteristics of any program and managers selected by us.

We will regularly and continuously monitor the performance of the selected money managers. If we determine that a particular selected money manager is not providing sufficient management services to the client, or are not managing the client's portfolio in a manner consistent with the client's investment objectives, we will remove the client's assets from that selected money manager and place the client's assets with another money manager at our discretion and without prior consent from the client.

SheCapital will obtain appropriate due diligence on all independent third-party managers,

making reasonable inquiries into their performance calculations, policies and procedures, code of ethics policies and other operational and compliance matters to account for performance and risk management. We examine the experience, expertise, investment philosophies and past performance of third-party investment managers in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the manager's underlying holdings, strategies, concentrations and leverage as part of our overall periodic risk assessment. Additionally, as part of our due-diligence process, we survey the manager's compliance and business enterprise risks. SheCapital also confirms that each recommended adviser is either registered or exempt from registration as an investment adviser.

When clients assets are allocated to a third party manager, the manager will always collect client's advisory fee, and remit a portion of that fee back to SheCapital. The fees remitted to SheCapital are a portion of the manager's fee, and clients will not be charged an additional advisory fee. This fee is not in compensation for a client referral. Rather, it is SheCapital's compensation for the ongoing diligence of that manager as it is part of client's portfolio.

There are always risks to investing. **Clients should be aware that all investments carry various types of risk including the potential loss of principal that clients should be prepared to bear.** It is impossible to name all possible types of risks. Among the risks are the following:

- **Political Risks.** Most investments have a global component, even domestic stocks. Political events anywhere in the world may have unforeseen consequences to markets around the world.
- **General Market Risks.** Markets can, as a whole, go up or down on various news releases or for no understandable reason at all. This sometimes means that the price of specific securities could go up or down without real reason, and may take some time to recover any lost value. Adding additional securities does not help to minimize this risk since all securities may be affected by market fluctuations.
- **Currency Risk.** When investing in another country using another currency, the changes in the value of the currency can change the value of your security value in your portfolio.
- **Regulatory Risk.** Changes in laws and regulations from any government can change the value of a given company and its accompanying securities. Certain industries are more

susceptible to government regulation. Changes in zoning, tax structure or laws impact the return on these investments.

- **Tax Risks Related to Short Term Trading:** Clients should note that SheCapital may engage in short-term trading transactions. These transactions may result in short term gains or losses for federal and state tax purposes, which may be taxed at a higher rate than long term strategies. SheCapital endeavors to invest client assets in a tax efficient manner, but all clients are advised to consult with their tax professionals regarding the transactions in client accounts.

- **Purchasing Power Risk.** Purchasing power risk is the risk that your investment's value will decline as the price of goods rises (inflation). The investment's value itself does not decline, but its relative value does, which is the same thing. Inflation can happen for a variety of complex reasons, including a growing economy and a rising money supply.

- **Business Risk.** This can be thought of as certainty or uncertainty of income. Management comes under business risk. Cyclical companies (like automobile companies) have more business risk because of the less steady income stream. On the other hand, fast food chains tend to have steadier income streams and therefore, less business risk.

- **Financial Risk.** The amount of debt or leverage determines the financial risk of a company.

- **Default Risk.** This risk pertains to the ability of a company to service their debt. Ratings provided by several rating services help to identify those companies with more risk. Obligations of the U.S. government are said to be free of default risk.

- **Margin Risk.** "Margin" is a tool used to maximize returns on a given investment by using securities in a client account as collateral for a loan from the custodian to the client. The proceeds of that loan are then used to buy more securities. In a positive result, the additional securities provide additional return on the same initial investment. In a negative result, the additional securities provide additional losses. Margin therefore carries a higher degree of risk than investing without margin. Any client account that will use margin will do so in accordance with Regulation T. SheCapital may utilize margin on a limited basis for clients with higher risk tolerances.

- **Short Sales.** "Short sales" are a way to implement a trade in a security SheCapital feels is overvalued. In a "long" trade, the investor is hoping the security increases in price. Thus in a long trade, the amount of the investor's loss (without margin) is the amount paid for the security. In a short sale, the investor is hoping the security decreases in price. However, unlike a long trade where the price of the security can only go from the purchase price to zero,

in a short sale, the price of the security can go infinitely upwards. Thus in a short sale, the potential for loss is unlimited and unknown, where the potential for loss in a long trade is limited and knowable. SheCapital utilizes short sales only when the client's risk tolerances permit.

- **Risks specific to private placements, sub-advisors and other managers.** If we invest some of your assets with another advisor, including a private placement, there are additional risks. These include risks that the other manager is not as qualified as we believe them to be, that the investments they use are not as liquid as we would normally use in your portfolio, or that their risk management guidelines are more liberal than we would normally employ.
- **Information Risk.** All investment professionals rely on research in order to make conclusions about investment options. This research is always a mix of both internal (proprietary) and external (provided by third parties) data and analyses. Even an adviser who says they rely solely on proprietary research must still collect data from third parties. This data, or outside research is chosen for its perceived reliability, but there is no guarantee that the data or research will be completely accurate. Failure in data accuracy or research will translate to a compromised ability by the adviser to reach satisfactory investment conclusions.
- **Small Companies.** Some investment opportunities in the marketplace involve smaller issuers. These companies may be starting up, or are historically small. While these companies sometimes have potential for outsized returns, they also have the potential for losses because the reasons the company is small are also risks to the company's future. For example, a company's management may lack experience, or the company's capital for growth may be restricted. These small companies also tend to trade less frequently than larger companies, which can add to the risks associated with their securities because the ability to sell them at an appropriate price may be limited as compared to the markets as a whole. Not only do these companies have investment risk, if a client is invested in such small companies and requests immediate or short term liquidity, these securities may require a significant discount to value in order to be sold in a shorter time frame.
- **Concentration Risk.** While SheCapital selects individual securities, including mutual funds, for client portfolios based on an individualized assessment of each security, this evaluation comes without an overlay of general economic or sector specific issue analysis. This means that a client's equity portfolio may be concentrated in a specific sector, geography, or sub-sector (among other types of potential concentrations), so that if an unexpected event occurs that affects that specific sector or geography, for example, the client's equity portfolio may be affected negatively, including significant losses.

- **Transition risk.** As assets are transitioned from a client's prior advisers to SheCapital there may be securities and other investments that do not fit within the asset allocation strategy selected for the client. Accordingly, these investments will need to be sold in order to reposition the portfolio into the asset allocation strategy selected by SheCapital. However, this transition process may take some time to accomplish. Some investments may not be unwound for a lengthy period of time for a variety of reasons that may include unwarranted low share prices, restrictions on trading, contractual restrictions on liquidity, or market-related liquidity concerns. In some cases, there may be securities or investments that are never able to be sold. The inability to transition a client's holdings into recommendations of SheCapital may adversely affect the client's account values, as SheCapital's recommendations may not be able to be fully implemented.
- **Restriction Risk.** Clients may at all times place reasonable restrictions on the management of their accounts. However, placing these restrictions may make managing the accounts more difficult, thus lowering the potential for returns.
- **Risks Related to Investment Term & Liquidity.** Securities do not follow a straight line up in value. All securities will have periods of time when the current price of the security is not an accurate measure of its value. If you require us to liquidate your portfolio during one of these periods, you will not realize as much value as you would have had the investment had the opportunity to regain its value. Further, some investments are made with the intention of the investment appreciating over an extended period of time. Liquidating these investments prior to their intended time horizon may result in losses.

Item 9: Disciplinary Information

There are no disciplinary items to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Broker-dealer

Neither the principal of SheCapital, nor any related persons are registered, or have an application pending to register, as a broker dealer or as an associated person of the foregoing entities.

B. Futures Commission Merchant/Commodity Trading Advisor

Neither the principal of SheCapital, nor any related persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

C. Relationship with Related Persons

Tina C. Powell, SheCapital's principal, is also the owner of Powell Consulting, a business consulting firm that specializes in marketing in the social media age. Because Ms. Powell is affiliated with Powell Consulting, to the extent SheCapital recommends Powell Consulting to clients, Ms. Powell may receive compensation through her ownership of Powell Consulting. This compensation is in addition to the advisory fee SheCapital receives for managing the client's portfolio, and will not offset that fee in any way. This creates a material conflict of interest because Ms. Powell may be incentivized to recommend that its clients in need of social media consulting utilize Powell Consulting based upon the compensation received rather than the client's particular needs. SheCapital attempts to mitigate this conflict of interest by (i) disclosing the conflict and the relationship between Ms. Powell and Powell Consulting to clients; (ii) informing clients that they may be able to access similar services through an unaffiliated source (though not necessarily with a comparable expertise); and (iii) requiring employees to acknowledge in the firm's Code of Ethics, their individual fiduciary duty to the clients of SheCapital, which requires that employees put the interests of clients ahead of their own.

Tina C. Powell is also the Director of Business Management for Beacon Wealth Management, a U.S. Securities and Exchange Commission registered investment adviser located in New Jersey. Ms. Powell may receive compensation through her employment at Beacon Wealth Management. She leads marketing, communications, and business development initiatives. Tina is the chief multimedia strategist, overseeing the firm's digital and online technologies and social media channels. This compensation is in addition to the advisory fee SheCapital receives for managing the client's portfolio, and will not offset that fee in any way. This creates a material conflict of interest because Ms. Powell may be incentivized to recommend Beacon Wealth Management based upon the compensation

received rather than the client's particular needs. SheCapital attempts to mitigate this conflict of interest by (i) disclosing the conflict and the relationship between Ms. Powell and Beacon Wealth Management to clients; (ii) informing clients that they may be able to access similar services through an unaffiliated source (though not necessarily with a comparable expertise); and (iii) requiring employees to acknowledge in the firm's Code of Ethics, their individual fiduciary duty to the clients of SheCapital, which requires that employees put the interests of clients ahead of their own.

D. Recommendations of other Advisers

SheCapital occasionally recommends other advisers, and SheCapital may be compensated by the independent manager for referring clients. For more information regarding SheCapital's use of third party managers please see response to Item 8 for a full discussion. A conflict of interest exists for Advisers who recommend the services of a third party manager who has agreed to share a portion of its management fee with the Adviser as opposed to other managers who have not agreed to pay compensation to the Adviser. Compensation paid to the Adviser from various third party managers may vary; therefore there is a conflict of interest in recommending a manager who shares a larger portion of its advisory fees over another manager. Fees for such programs may be higher or lower than if client directly obtained services of the third party manager or if client obtained advisory services separately.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

A. A copy of our Code of Ethics is available upon request. Our Code of Ethics includes discussions of our fiduciary duty to clients, political contributions, gifts, entertainment, and trading guidelines.

B. Not applicable. SheCapital does not recommend to clients that they invest in any security in which SheCapital or any principal thereof has any financial interest.

C. On occasion, an employee of SheCapital may purchase for his or her own account

securities which are also recommended for clients. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades must be reviewed by the Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.

D. On occasion, an employee of SheCapital may purchase for his or her own account securities which are also recommended for clients at the same time the clients purchase the securities. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades must be reviewed by the Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.

Item 12: Brokerage Practices

A. Recommendation of Broker-Dealer

SheCapital currently recommends that investment accounts be held in custody by TD Ameritrade Institutional ("TDA"). TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC/NFA ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offer to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. SheCapital receives some benefits from TD Ameritrade through its participation in the programs. (Please see the disclosure under Item 13.A. below.) It is expected that most, if not all, investment recommendations will be to employ third party managers. However, to the extent trading is done directly, most, if not all, transactions in a given client account will be cleared through the custodian of that account in its capacity as a broker-dealer.

TDA, like all broker-dealers, charge brokerage commissions or transaction fees for trades in

client accounts. Commissions are per-share or per trade charges for the execution of either a purchase or sale of securities (stocks or bonds). Transaction fees are charged for the execution of a purchase or sale of mutual funds. SheCapital does not and will not receive any portion of these transaction charges from TDA. In addition to the management fee paid to SheCapital, and the transaction fees/commissions charged by the custodian acting as a broker-dealer, some of the mutual funds will also charge transaction fees.

SheCapital recommends certain broker-dealers to its clients based on a variety of factors. These include, but are not limited to, commission costs. In choosing a broker-dealer or custodian to recommend, SheCapital is most concerned with the value the client receives for the cost paid, not just the cost. Other factors that may be considered in determining overall value include speed and accuracy of execution, financial strength, knowledge and experience of staff, research and service. Specifically TDA has what can be considered discount commission rates, as well as arrangements with many mutual funds that enable SheCapital to purchase these mutual funds for client accounts at reduced transaction charges (as opposed to other broker-dealers). They have the highest market share of investment adviser business which makes them the most experienced in matters likely to arise for SheCapital clients. SheCapital re-evaluates the use of TDA and other broker-dealers at least annually to determine if these custodians are still the best value for SheCapital clients.

Tina C. Powell serves on the TD Ameritrade Institutional Advisor Panel ("Panel"). The Panel consists of approximately thirty (30) independent investment advisors that advise TD Ameritrade Institutional ("TDA Institutional") on issues relevant to the independent advisor community. The Panel meets in person on average three to four times per year and conducts periodic conference calls on an as needed basis. Investment advisors are appointed to serve on the Panel for three-year terms by TDA Institutional senior management. An investment advisor may serve longer than three years if appointed to additional terms by TDA Institutional senior management. Ms. Powell's current term expires on March 11, 2017. At times, Panel members are provided confidential information about TDA Institutional initiatives. Panel members are required to sign confidentiality agreements. TD Ameritrade, Inc. ("TD Ameritrade") does not compensate Panel members. However, TD Ameritrade pays or reimburses Registrant for the travel, lodging and meal expenses Registrant incurs in attending Panel meetings. The benefits received by Registrant or its personnel by serving on the Panel do not depend on the amount of brokerage transactions directed to TD Ameritrade. Clients

should be aware, however, that the receipt of economic benefits by Registrant or its related persons in and of itself creates a potential conflict of interest and may indirectly influence SheCapital's recommendation of TD Ameritrade for custody and brokerage services.

B. Aggregating Trades

Commission costs per client may be lower on a particular trade if all clients in whose accounts the trade is to be made are executed at the same time. This is called aggregating trades. Instead of placing a number of trades for the same security for each account, we will, when appropriate, execute one trade for all accounts and then allocate the trades to each account after execution. If an aggregate trade is not fully executed, the securities will be allocated to client accounts on a *pro rata* basis, except where doing so would create an unintended adverse consequence (For example, $\frac{1}{4}$ of a share, or a position in the account or less than 1%.)

Item 13: Review of Accounts

All accounts will be reviewed by Tina C. Powell on at least a quarterly basis. However, it is expected that market conditions, changes in a particular client's account, or changes to a client's circumstances will trigger a review of accounts.

The annual report in writing provided by SheCapital is intended to review asset allocation. All clients will receive statements and confirmations of trades directly from their independent manager or TDA. Additionally, all clients will receive monthly itemized bills from SheCapital. Please refer to Item 15 regarding Custody.

Item 14: Client Referrals and Other Compensation

A. Economic Benefit Provided by Third Parties for Advice Rendered to Client.

Please refer to Item 12, where we discuss recommendation of Broker-Dealers.

B. Compensation to Non-Advisory Personnel for Client Referrals.

Clients may be introduced to SheCapital via other third parties. In the event that SheCapital compensates any party for the referral of a client to SheCapital, any such compensation will be paid by SheCapital, and not the client. If the client is introduced to SheCapital by an unaffiliated third party, that third party will disclose to the client the referral arrangement with SheCapital, including the compensation for the referral, and provide the client a copy of SheCapital's ADV Part 2A and 2B. The referral source will also provide a written disclosure to the client regarding the relationship between SheCapital and the referral source, including the fact that referral fees will be paid.

Item 15: Custody

SheCapital deducts fees from client accounts, but would not have custody of client funds otherwise. Clients will receive statements directly from TD Ameritrade, and copies of all trade confirmations directly from TD Ameritrade.

Clients whose fees are directly debited will provide written authorization to debit advisory fees from their accounts held by a qualified custodian chosen by the client. Each month, clients will receive a bill itemizing the fees to be debited, including the formula used to calculate the fee, the amount of assets the fee is based, and the time period covered by the fee. The invoice will also state that the fee was not independently calculated by the custodian. The client will also receive a statement from their account custodian showing all transactions in their account, including the fee.

We encourage clients to carefully review the statements and confirmations sent to them by their custodian, and to compare the information on your monthly report prepared by SheCapital against the information in the statements provided directly from TD Ameritrade. Please alert us of any discrepancies.

Item 16: Investment Discretion

When SheCapital is engaged to provide asset management services on a discretionary basis, we will monitor your accounts to ensure that they are meeting your asset allocation

requirements. If any changes are needed to your investments, we will make the changes. These changes may involve changing a manager or selling a security or group of investments and buying others or keeping the proceeds in cash. You may at any time place restrictions on the types of investments we may use on your behalf, or on the allocations to each security type. You may receive at your request written or electronic confirmations from your account custodian after any changes are made to your account. You will also receive monthly statements from your account custodian. Clients engaging us on a discretionary basis will be asked to execute a Limited Power of Attorney (granting us the discretionary authority over the client accounts) as well as an Investment Management Agreement that outlines the responsibilities of both the client and SheCapital.

When a client engages SheCapital to provide investment management services on a non-discretionary basis, the accounts are monitored by SheCapital. The difference is that changes to your account will not be made until SheCapital has confirmed with you (either verbally or in writing) that the proposed change is acceptable to you.

Item 17: Voting Client Securities

Copies of our Proxy Voting Policies are available upon request.

From time to time, shareholders of stocks, mutual funds, exchange traded funds or other securities may be permitted to vote on various types of corporate actions. Examples of these actions include mergers, tender offers, or board elections. Clients are required to vote proxies related to their investments, or to choose not to vote their proxies. SheCapital will not accept authority to vote client securities. Clients will receive their proxies directly from the custodian for the client account. SheCapital will not give clients advice on how to vote proxies.

Item 18: Financial Information

SheCapital does not require the prepayment of fees more than six (6) months or more in advance and therefore has not provided a balance sheet with this brochure.

There are no material financial circumstances or conditions that would reasonably be expected

to impair our ability to meet our contractual obligations to our clients.

Item 19: Requirements for State-Registered Advisors

A. SheCapital's principal owner is Tina C. Powell. Tina Powell was the Partner and Director of Business Management for Beacon Wealth Management where she leads marketing, communications, and business development initiatives. Tina is the chief multimedia strategist, overseeing the firm's digital and online technologies and social media channels. Prior to Beacon, Tina founded Powell Graphics, a full-service marketing and communications firm catering to the needs of the C-Suite and entrepreneurs in financial services, legal, construction, and manufacturing.

Passionate about women's leadership and empowerment, Tina introduced Beacon's Financial Boot Camp for Women series – designed to promote women's financial literacy and education. An adept public speaker, Tina has given talks for TD Ameritrade Institutional, The National Association of Personal Financial Advisers, The New Jersey State Federation of Women's Clubs, New York University School of Continuing and Professional Studies, Fairleigh Dickinson University, Towson University, and more.

Tina studied digital media, integrated marketing, technology, and graphic communications management at New York University, earning a Master of Arts with highest honors as well as the distinguished Graphic Communications Management and Technology Leadership Award in 2013 and the NYU President's Service Award in 2012. She also earned a Bachelor of Science in Business Management, magna cum laude, from Fairleigh Dickinson University.

Outside of the office, Tina has a history of community involvement and mentorship. She currently serves on the Fairleigh Dickinson University Alumni Board of Governors and is an active member in Valley Toastmasters. Tina is also an appointed member of the TD Ameritrade Institutional Advisor Panel.

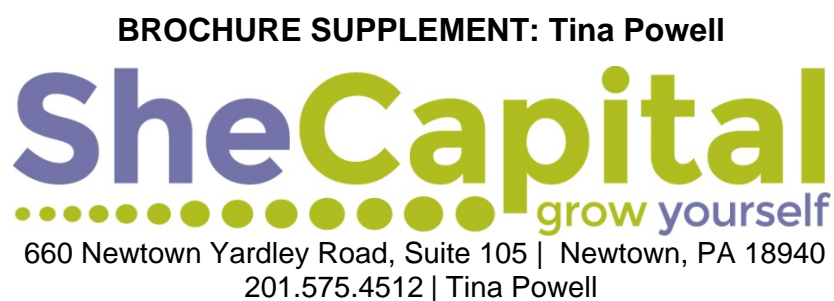
B. Please see Item 10 above related to Powell Consulting.

C. This item is not applicable, as SheCapital will not charge any performance based fees.

D. Neither SheCapital nor its representatives have any reportable disciplinary information.

E. Neither SheCapital nor its representatives have any relationship or arrangement with any issuer of securities.

Item 1: Cover Sheet



August 20, 2015

This Brochure Supplement provides information about Tina Powell that supplements the She Capital Corp Brochure. You should have received a copy of that Brochure. Please contact Tina Powell at the number above if you did not receive She Capital Corp Brochure or if you have any questions about the contents of this supplement. Registration does not imply any certain level of skill or training.

Additional information about Tina Powell is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background and Business Experience

Tina C. Powell,
b. 1966

EDUCATION:

New York University, Master of Arts

Fairleigh Dickinson University, Bachelor of Science in Business Management

BUSINESS EXPERIENCE:

She Capital Corp, Principal and Founder, March, 2015 to present

Powell Graphics, Founder, 2000 to present

Beacon Wealth Management, LLC, Partner and Director of Business Management, 2010 to present

New York University School of Professional Studies, Adjunct Professor, January 2015 to present

Item 3: Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item for Ms. Powell.

Item 4: Other Business Activities

Tina C. Powell, SheCapital's principal, is also the owner of Powell Consulting, a business consulting firm that specializes in marketing in the social media age. Because Ms. Powell is affiliated with Powell Consulting, to the extent SheCapital recommends Powell Consulting to clients, Ms. Powell may receive compensation through her ownership of Powell Consulting. This compensation is in addition to the advisory fee SheCapital receives for managing the client's portfolio, and will not offset that fee in any way. This creates a material conflict of interest because Ms. Powell may be incentivized to recommend that its clients in need of social media consulting utilize Powell Consulting based upon the compensation received rather than the client's particular needs. SheCapital attempts to mitigate this conflict of interest by (i) disclosing the conflict and the relationship between Ms. Powell and Powell

Consulting to clients; (ii) informing clients that they may be able to access similar services through an unaffiliated source (though not necessarily with a comparable expertise); and (iii) requiring employees to acknowledge in the firm's Code of Ethics, their individual fiduciary duty to the clients of SheCapital, which requires that employees put the interests of clients ahead of their own.

Tina C. Powell is also the Director of Business Management for Beacon Wealth Management, a U.S. Securities and Exchange Commission registered investment adviser located in New Jersey. Ms. Powell may receive compensation through her employment at Beacon Wealth Management. She leads marketing, communications, and business development initiatives. Tina is the chief multimedia strategist, overseeing the firm's digital and online technologies and social media channels. This compensation is in addition to the advisory fee SheCapital receives for managing the client's portfolio, and will not offset that fee in any way. This creates a material conflict of interest because Ms. Powell may be incentivized to recommend Beacon Wealth Management based upon the compensation received rather than the client's particular needs. SheCapital attempts to mitigate this conflict of interest by (i) disclosing the conflict and the relationship between Ms. Powell and Beacon Wealth Management to clients; (ii) informing clients that they may be able to access similar services through an unaffiliated source (though not necessarily with a comparable expertise); and (iii) requiring employees to acknowledge in the firm's Code of Ethics, their individual fiduciary duty to the clients of SheCapital, which requires that employees put the interests of clients ahead of their own.

Item 5: Additional Compensation

Other than salary, annual bonuses, or regular bonuses, Ms. Powell does not receive any economic benefit from any person, company, or organization, in exchange for providing clients advisory services through SheCapital.

Item 6: Supervision

Ms. Powell is a principal of the firm. She has no direct supervisor. However, all employees of SheCapital are required to follow the supervisory guidelines and procedures manual, which is designed to ensure compliance with securities laws.